

**U.S. Bankruptcy Court
California Northern Bankruptcy Court (San Francisco)
Bankruptcy Petition #: 19-30088**

Assigned to: Judge Dennis Montali
Chapter 11
Voluntary
Asset

Date filed: 01/29/2019
Plan confirmed: 06/20/2020
341 meeting: 04/29/2019
Deadline for filing claims: 10/21/2019
Deadline for filing claims (govt.): 10/21/2019

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TERMINATED: 04/01/2020

Filing Date	#	Docket Text
11/18/2020	<u>9569</u>	Appellant Designation of Contents For Inclusion in Record On Appeal (RE: related document(s) <u>9398</u> Notice of Appeal filed by Interested Party Elliott Management Corporation). Appellee designation due by 12/4/2020. Filed by Interested Party Elliott Management Corporation (Tsai, Rocky) (Entered: 11/18/2020)
12/02/2020	<u>9677</u>	Appellee Designation of Contents for Inclusion in Record of Appeal <i>Appellees' Response to Elliott Management Company's Statement of Issues and Designation of Additional Items to Be Included in the Record on Appeal</i> (RE: related document(s) <u>9398</u> Notice of Appeal filed by Interested Party Elliott Management Corporation, <u>9405</u> Notice of Appeal and Statement of Election filed by Interested Party Pacific Investment Management Company LLC). Filed by Debtor PG&E Corporation (Rupp, Thomas) (Entered: 12/02/2020)

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certain funds and accounts managed, advised, or sub-advised by it*

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION**

In re:

PG&E CORPORATION,

-and-

PACIFIC GAS AND ELECTRIC COMPANY,

Reorganized Debtors.

☐ Affects PG&E Corporation

☐ Affects Pacific Gas and Electric Company

☒ Affects both Debtors

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Bankruptcy Case No. 19-30088 (DM)

Chapter 11

(Lead Case)

(Jointly Administered)

**APPELLANT ELLIOTT MANAGEMENT
CORPORATION'S STATEMENT OF
ISSUES AND DESIGNATION OF ITEMS TO
BE INCLUDED IN THE RECORD ON
APPEAL**

Elliott Management Corporation, on behalf of itself and certain funds and accounts managed, advised, or sub-advised by it ("Elliott" or "Appellant"), by and through its undersigned counsel, Ropes & Gray LLP, hereby provides, pursuant to Rule 8009 of the Federal Rules of Bankruptcy Procedure, the following statement of issues and designation of the items to be included in the record in connection with Elliott's appeal from (i) the *Order Disallowing Administrative Expense Claims of Elliott Management Corporation* entered on October 22, 2020 [D.I. 9334] (the "Order") by the United States Bankruptcy Court for the Northern District of California (the "Bankruptcy Court"), and (ii) the related *Memorandum Decision Disallowing Administrative Expense Claims* dated October 22, 2020 [D.I. 9333] (the "Memorandum Decision") issued by the Bankruptcy Court.

STATEMENT OF ISSUES ON APPEAL

1. Whether the Bankruptcy Court erred in ruling that Elliott's request for allowance and payment of an administrative expense claim under section 503(b)(1) of the Bankruptcy Code for damages arising out of the Debtors' postpetition breach of a Restructuring Support Agreement was barred as a matter of law by the release provisions of Section 10.9(b) of the Debtors' chapter 11 plan and paragraph 56 of the order confirming the Debtors' chapter 11 plan (the "Confirmation Order").

DESIGNATION OF RECORD ON APPEAL

Appellant hereby designates the following items to be included in the record on appeal, which includes all exhibits and addenda attached thereto and filed therewith and all documents incorporated by reference therein:

	Item	Filing/Entry Date	Docket No. ¹
1.	Debtors' Amended Motion for Entry of Orders (I) Approving Terms of, and Debtors' Entry Into and	01/03/2020	5267

¹ Unless otherwise indicated, all references herein to "Docket No." shall be to the docket maintained in the above-captioned chapter 11 cases.

	Performance Under, Equity Backstop Commitment Letters, (II) Approving Terms of, and Debtors' Entry Into and Performance Under, Debt Financing Commitment Letters and (III) Authorizing Incurrence, Payment and Allowance of Related Fees and/or Premiums, Indemnities, Costs and Expenses as Administrative Expense Claims		
2.	Declaration of Kenneth S. Ziman in Support of Debtors' Amended Motion for Entry of Orders (I) Approving Terms of, and Debtors' Entry into and Performance Under, Equity Backstop Commitment Letters, (II) Approving Terms of, and Debtors' Entry into and Performance Under, Debt Financing Commitment Letters, and (III) Authorizing Incurrence, Payment, and Allowance of Related Fee and/or Premiums, Indemnities, Costs and Expenses as Administrative Expense Claims	01/03/2020	5268
3.	Debtors' Motion Pursuant to 11 U.S.C. §§ 363(b) and 105(a) and Fed. R. Bankr. P. 6004 and 9019 For Entry of an Order (I) Approving and Authorizing the Debtors To Enter Into Restructuring Support Agreement With Consenting Noteholders and Shareholder Proponents, and (II) Granting Related Relief	01/27/2020	5519
4.	Declaration of Jason P. Wells in Support of Debtors' Motion Pursuant to 11 U.S.C. §§ 363(b) and 105(a) and Fed. R. Bankr. P. 6004 and 9019 For Entry of an Order (I) Approving and Authorizing the Debtors To Enter Into Restructuring Support Agreement With Consenting Noteholders and Shareholder Proponents, and (II) Granting Related Relief	01/27/2020	5520
5.	Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization Dated January 31, 2020	01/31/2020	5590
6.	Transcript of the Hearing Held on February 4, 2020	02/05/2020	5634
7.	Order Pursuant to 11 U.S.C. §§ 363(b) and 105(a) and Fed. R. Bankr. P. 6004 and 9019 (I) Approving and Authorizing the Debtors to Enter Into Restructuring Support Agreement With Consenting Noteholders and Shareholder Proponents, and (II) Granting Related Relief	02/05/2020	5637
8.	Notice of Withdrawal of Chapter 11 Plan of Reorganization	02/05/2020	5644

9.	Amended Order Establishing Schedule for Disclosure Statement Approval and Plan Confirmation	02/11/2020	5732
10.	Debtors' Second Amended Motion for Entry of Orders (I) Approving Terms of, and Debtors' Entry into and Performance Under, Equity Backstop Commitment Letters, (II) Approving Terms of, and Debtors' Entry into and Performance Under, Debt Financing Commitment Letters, and (III) Authorizing Incurrence, Payment, and Allowance of Related Fee and/or Premiums, Indemnities, Costs and Expenses as Administrative Expense Claims	03/02/2020	6013
11.	Declaration of Kenneth S. Ziman in Support of Debtors' Second Amended Motion for Entry of Orders (I) Approving Terms of, and Debtors' Entry into and Performance Under, Equity Backstop Commitment Letters, (II) Approving Terms of, and Debtors' Entry into and Performance Under, Debt Financing Commitment Letters, and (III) Authorizing Incurrence, Payment, and Allowance of Related Fee and/or Premiums, Indemnities, Costs and Expenses as Administrative Expense Claims	03/03/2020	6014
12.	Notice Regarding Debtors' Second Amended Motion for Entry of Orders (I) Approving Terms of, and Debtors' Entry into and Performance Under, Equity Backstop Commitment Letters, (II) Approving Terms of, and Debtors' Entry into and Performance Under, Debt Financing Commitment Letters, and (III) Authorizing Incurrence, Payment, and Allowance of Related Fee and/or Premiums, Indemnities, Costs and Expenses as Administrative Expense Claims	03/11/2020	6261
13.	Order (I) Approving Terms of, and Debtors' Entry Into and Performance Under, Equity Backstop Commitment Letters and (II) Authorizing Incurrence, Payment and Allowance of Related Premiums and Expenses as Administrative Expense Claims	03/16/2020	6321
14.	Order (I) Approving Proposed Disclosure Statement for Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization; (II) Approving Form and Manner of Notice of Hearing on Proposed Disclosure Statement; (III) Establishing and Approving Plan Solicitation and Voting Procedures; (IV) Approving Forms of Ballots, Solicitation Packages, and Related Notices; and (V) Granting Related Relief	03/17/2020	6340

15.	Transcript of the Hearing Held on March 16, 2020	03/19/2020	6371
16.	Plan Proponents' Joint Memorandum of Law and Omnibus Response in Support of Confirmation of Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization	05/22/2020	7528
17.	Debtors' Motion for Entry of an Order (I) Approving Terms of, and Debtors' Entry Into and Performance Under, Amended Equity Backstop Commitment Documents and (II) Authorizing Incurrence, Payment and Allowance of Related Premiums as Administrative Expense Claims	06/09/2020	7848
18.	Declaration of Kenneth S. Ziman in Support of Debtors' Motion for Entry of an Order (I) Approving Terms of, and Debtors' Entry Into and Performance Under, Amended Equity Backstop Commitment Documents and (II) Authorizing Incurrence, Payment and Allowance of Related Premiums as Administrative Expense Claims	06/09/2020	7849
19.	Order Shortening Time for Hearing on Debtors' Motion for Entry of an Order (I) Approving Terms of, and Debtors' Entry Into And Performance Under, Amended Equity Backstop Commitment Documents And (II) Authorizing Incurrence, Payment And Allowance of Related Premiums As Administrative Expense Claims	06/09/2020	7863
20.	Order (I) Approving Terms of, and Debtors' Entry Into and Performance Under, Amended Equity Backstop Commitment Documents and (II) Authorizing Incurrence, Payment and Allowance of Related Premiums as Administrative Expense Claims	06/16/2020	7972
21.	Transcript of the Hearing Held on June 16, 2020	06/17/2020	7984
22.	Memorandum Decision - Confirmation of Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization	06/17/2020	8001
23.	Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization Dated June 19, 2020	06/19/2020	8048
24.	Order Confirming Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization Dated June 19, 2020	06/20/2020	8053

25.	Notice Regarding Entry of Confirmation Order and Occurrence of Effective Date of Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization Dated June 19, 2020	07/02/2020	8252
26.	Motion of Elliott Management Corporation for (I) Allowance and Payment of Administrative Expense Claim and (II) to the Extent Necessary, Reconsideration and Relief from the Confirmation Order Pursuant to Federal Rule of Civil Procedure 60(b)	07/24/2020	8536
27.	Joinder in the Pending Elliott Motion and Request for Allowance and Payment of Administrative Expense Claim	08/04/2020	8663
28.	Joinder of Pacific Investment Management Company LLC in the Pending Elliott Motion and Request for Allowance and Payment of Administrative Expense Claim	08/07/2020	8704
29.	Transcript of the Status Conference Held on August 7, 2020	08/10/2020	8719
30.	Order Regarding Scheduling with Respect to Elliott Management Corporation Motion for Allowance and Payment of Administrative Expense Claim and Related Joinders	08/11/2020	8746
31.	Reorganized Debtors' Initial Opposition to Elliott Management Corporation's Motion for Allowance and Payment of Administrative Expense Claim and Reconsideration of Confirmation Order and Related Joinders	08/26/2020	8864
32.	Elliott Management Corporation's Response to Reorganized Debtors' Initial Opposition to Motion for (I) Allowance and Payment of Administrative Expense Claim and (II) to the Extent Necessary, Reconsideration and Relief from the Confirmation Order Pursuant to Federal Rule of Civil Procedure 60(b)	09/14/2020	9032
33.	Additional RSA Noteholders' Response to the Reorganized Debtors' Initial Opposition to Elliott Motion for Allowance and Payment of Administrative Expense Claim and Reconsideration of Confirmation Order and Related Joinders	09/14/2020	9034
34.	Reorganized Debtors' Reply in Support of Initial Opposition to Elliott Management Corporation's	09/25/2020	9143

	Motion for Allowance and Payment of Administrative Expense Claim and Reconsideration of Confirmation Order and Related Joinders		
35.	Transcript of the Hearing Held on October 13, 2020	10/14/2020	9307
36.	Memorandum Decision Disallowing Administrative Expense Claims	10/22/2020	9333
37.	Order Disallowing Administrative Expense Claims of Elliott Management Corporation	10/22/2020	9334
38.	Order Disallowing Administrative Expense Claims of Canyon Capital Advisors LLC et al.	10/22/2020	9335
39.	Order Disallowing Administrative Expense Claims of Pacific Investment Management Company LLC	10/22/2020	9336
40.	Notice of Appeal and Statement of Election to Have Appeal Heard by the District Court filed by Elliott Management Corporation	11/04/2020	9398
41.	Notice of Appeal and Statement of Election to Have Appeal Heard by the District Court filed by Canyon Capital Advisors LLC, Citadel Advisors LLC, Davidson Kempner Capital Management LP, Farallon Capital Management, L.L.C., Sculptor Master Fund, Ltd., Sculptor Enhanced Master Fund, Ltd., Sculptor Credit Opportunities Master Fund, Ltd., Sculptor GC Opportunities Master Fund, Ltd., Sculptor SC II, LP, and Värde Partners, Inc.	11/04/2020	9403
42.	Notice of Appeal and Statement of Election to Have Appeal Heard by the District Court filed by Pacific Investment Management Company LLC	11/04/2020	9405

Appellant reserves the right to amend, modify, and/or supplement the foregoing issues and designations.

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CERTIFICATION REGARDING TRANSCRIPTS

Pursuant to Rule 8009(b)(1) of the Federal Rules of Bankruptcy Procedure, Appellant hereby certifies that it is not ordering any transcripts. All transcripts have been prepared and are filed on the docket and are designated in the foregoing designation of the record.

Dated: November 18, 2020

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**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION**

In re:

PG&E CORPORATION,

- and -

**PACIFIC GAS AND ELECTRIC
COMPANY,**

**Reorganized
Debtors.**

- ☐ Affects PG&E Corporation
☐ Affects Pacific Gas and Electric Company
☒ Affects both Reorganized Debtors

** All papers shall be filed in the Lead Case, No.
19-30088 (DM).*

Bankruptcy Case No. 19-30088 (DM)

Chapter 11

(Lead Case)

(Jointly Administered)

District Court Case No. 20-cv-07865-HSG

**APPELLEES' RESPONSE TO ELLIOTT
MANAGEMENT COMPANY'S
STATEMENT OF ISSUES AND
DESIGNATION OF ADDITIONAL
ITEMS TO BE INCLUDED IN THE
RECORD ON APPEAL**

PG&E Corporation and Pacific Gas and Electric Company (collectively, the “**Debtors**” or as reorganized pursuant to the Plan (as defined below), the “**Reorganized Debtors**” or “**Appellees**”) submit this response to the November 18, 2020 filing by Elliott Management Company (“**Elliott**”) of the *Statement of Issues and Designation of Items to Be Included in the Record on Appeal* [Dkt. No. 9569] (the “**Statement**”) in connection with Elliott’s appeal from (i) the *Order Disallowing Administrative Expense Claims of Elliott Management Corporation*, entered on October 22, 2020 [Dkt. No. 9334], by the United States Bankruptcy Court for the Northern District of California (the “**Bankruptcy Court**”), and (ii) the Bankruptcy Court’s related *Memorandum Decision Disallowing Administrative Expense Claims*, dated October 22, 2020 [Dkt. No. 9333].

I. RESPONSE TO STATEMENT OF ISSUES ON APPEAL

The issue on appeal is whether the Bankruptcy Court abused its discretion in disallowing Elliott’s asserted administrative expense claim under section 503(b)(1) of the Bankruptcy Code for damages arising out of an alleged breach by the Debtors of the Restructuring Support Agreement, dated January 22, 2020.

II. DESIGNATION OF RECORD ON APPEAL

Pursuant to Rule 8009 of the Federal Rules of Bankruptcy Procedure, the Reorganized Debtors hereby designate the following additional items to be included in the record on appeal, which include all exhibits and addenda attached thereto and filed therewith and all documents incorporated by reference therein:

Docket items from *In re PG&E Corp., et al.*, Case No. 19-30088 (DM):

Dkt. No.	Description	Date
4446	Debtors’ Motion for Entry of Orders (I) Approving Terms of, and Debtors’ Entry Into and Performance Under, Exit Financing Commitment Letters and (II) Authorizing Incurrence, Payment and Allowance of Related Fees and/or Premiums, Indemnities, Costs and Expenses as Administrative Expense Claims	10/23/2019
4447	Declaration of Kenneth S. Ziman in Support of Debtors’ Motion for Entry of Orders (I) Approving Terms of, and Debtors’ Entry Into and Performance Under, Exit Financing Commitment Letters and (II) Authorizing Incurrence, Payment and Allowance of Related	10/23/2019

Dkt. No.	Description	Date
	Fees and/or Premiums, Indemnities, Costs and Expenses as Administrative Expense Claims	
5101	Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization Dated December 12, 2019	12/12/2019
5700	[Proposed] Disclosure Statement for Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization	2/07/2020
6217	Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization Dated March 9, 2020	3/09/2020
6219	[Proposed] Disclosure Statement for Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization	3/09/2020
6298	Statement of the Ad Hoc Committee of Senior Unsecured Noteholders in Support of Debtors' Second Amended Motion for Entry of Orders (I) Approving Terms of, and Debtors' Entry into and Performance Under, Equity Backstop Commitment Letters, (II) Approving Terms of, and Debtors' Entry Into and Performance Under, Debt Financing Commitment Letters, and (III) Authorizing Incurrence, Payment and Allowance of Related Fees and/or Premiums, Indemnities, Costs and Expenses as Administrative Expense Claims	3/13/2020
6320	Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization Dated March 16, 2020	3/16/2020
6322	[Proposed] Disclosure Statement for Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization	3/16/2020
6398	Debtors' Motion Pursuant to 11 U.S.C. §§ 105 and 363 and Fed. R. Bankr. P. 9019 for Entry of an Order (I) Approving Case Resolution Contingency Process and (II) Granting Related Relief	3/20/2020
6586	Ex Parte Motion of the Ad Hoc Committee of Senior Unsecured Noteholders for Entry of an Order Authorizing the Filing of the RSA Enforcement Motion Under Seal and Granting Related Relief	4/01/2020
6587	Declaration of David H. Botter in Support of the Ex Parte Motion of the Ad Hoc Committee of Senior Unsecured Noteholders for Entry of an Order Authorizing the Filing of the RSA Enforcement Motion Under Seal and Granting Related Relief	4/01/2020
6589	Ex Parte Motion of the Ad Hoc Committee of Senior Unsecured Noteholders Pursuant to B.L.R. 9006-1 Requesting Order	4/01/2020

Dkt. No.	Description	Date
	Shortening Time for Hearing on Motion for Enforcement of the Noteholder RSA and Noteholder RSA Letter Agreement	
6590	Declaration of Michael S. Stamer in Support of the Ex Parte Motion of the Ad Hoc Committee of Senior Unsecured Noteholders Pursuant to B.L.R. 9006-1 Requesting Order Shortening Time for Hearing on Motion for Enforcement of the Noteholder RSA and Noteholder RSA Letter Agreement	4/01/2020
6591	Proposed Document Filed Under Seal	4/01/2020
6592	Corrected Proposed Document Filed Under Seal	4/02/2020
7521	Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization Dated May 22, 2020	5/22/2020
7736	Notice of Filing of Draft of Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization Dated June 3, 2020	6/03/2020
7814	Notice of Filing of Draft Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization Dated June 7, 2020	6/07/2020
7937	Notice of Filing of Debtors' and Shareholder Proponents' Draft Joint Chapter 11 Plan of Reorganization Dated June 14, 2020	6/14/2020
7949	Certain Fire Victims' Amended Opposition to Debtors' Motion for Entry of an Order (I) Approving Terms of, and Debtors' Entry Into and Performance Under, Amended Equity Backstop Commitment Documents and (II) Authorizing Incurrence, Payment and Allowance of Related Premiums as Administrative Expense Claims	6/15/2020
7950	William B. Abrams Objection to Debtors' Motion for Entry of an Order (I) Approving Terms of, and Debtors' Entry Into and Performance Under, Amended Equity Backstop Commitment Documents and (II) Authorizing Incurrence, Payment and Allowance of Related Premiums as Administrative Expense Claims Pursuant to U.S.C. §§ 1129(A)(8) and §§ 1129(B)	6/15/2020
8252	Notice of Entry of Confirmation Order and Occurrence of Effective Date of Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization Dated June 19, 2020	7/2/2020
8537	Notice of Hearing on Motion of Elliott Management Corporation for (I) Allowance and Payment of Administrative Expense Claim and (II) to the Extent Necessary, Reconsideration and Relief From the	7/24/2020

Dkt. No.	Description	Date
	Confirmation Order Pursuant to Federal Rule of Civil Procedure 60(B)	

Hearing Transcripts from *In re PG&E Corp., et al.*, Case No. 19-30088 (DM):

Dkt. No.	Description	Date
7637	May 27, 2020 Hearing Transcript	5/28/2020
7665	May 28, 2020 Hearing Transcript	5/29/2020
7701	May 29, 2020 Hearing Transcript	6/01/2020
7710	June 1, 2020 Hearing Transcript	6/02/2020
7784	June 3, 2020 Hearing Transcript	6/04/2020
7809	June 4, 2020 Hearing Transcript	6/05/2020
7843	June 5, 2020 Hearing Transcript	6/09/2020
7869	June 8, 2020 Hearing Transcript	6/10/2020
7932	June 11, 2020 Hearing Transcript	6/12/2020
8066	June 19, 2020 Hearing Transcript	6/22/2020

1 The Reorganized Debtors reserve the right to designate additional items for inclusion in the
2 record or restate the issues presented on appeal.

3 Dated: December 2, 2020

4 **WEIL, GOTSHAL & MANGES LLP**

5 **KELLER BENVENUTTI KIM LLP**

6
7 By: /s/ Richard W. Slack

8 Richard W. Slack

9 Peter J. Benvenutti

10 *Attorneys for the Appellees (Debtors and*
11 *Reorganized Debtors)*
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